

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re)	Chapter 11 Case No.
)	
LEHMAN BROTHERS HOLDINGS)	08-13555 (JMP)
INC., et al.,)	
)	(Jointly Administered)
Debtors.)	
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**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO RULE 3001(e)(2)**

A CLAIM HAS BEEN FILED IN THIS CASE (Lehman Brothers Holdings Inc., Debtor, Case No. 08-13555) or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Ellsworth Partners, L.L.C.

Morgan Stanley Senior Funding, Inc.

Name of Transferee

Name of Transferor

\$33,894,027.35

20094

Proof of Claim Amount

Proof of Claim Number

You are hereby requested to make all future payments and distributions, and give all notices and other communications, in respect of the Claim to the Transferee at the address below.

TRANSFeree: Ellsworth Partners, L.L.C.
Address: c/o Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036-8704
Attn: Adam Reiss

I declare under penalty of perjury that the information provided in this evidence and notice is true and correct to the best of my knowledge and belief.

By:

By:  _____

Date: 5-10-10

Name: Jonathan P. Reisman
Title: Counsel to Transferee

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: Morgan Stanley Senior Funding, Inc.

Morgan Stanley Senior Funding, Inc., a corporation organized under the laws of the State of Delaware, with offices located at 1585 Broadway, New York, NY 10036 ("**SELLER**"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Ellsworth Partners, L.L.C., its successors and assigns, with offices located at 10 St. James Ave, Suite 1700 Boston, MA 02116 ("**BUYER**"), all right, title and interest in and to the claim of SELLER against Lehman Brothers Holdings Inc., and its affiliates in the amount of \$33,894,027.35 and assigned Claim No. 20094 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555.

SELLER hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and BUYER herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to BUYER.

IN WITNESS WHEREOF, dated as of the 23rd day of April, 2010.

MORGAN STANLEY SENIOR FUNDING, INC.

By: John Rague
Name: John Rague
Title: Authorized Signatory

ELLSWORTH PARTNERS, L.L.C.

By: James F. Mooney
Name: James F. Mooney
Title: Managing Director